

David A. Brown

Partner

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David A. Brown focuses his practice on securities regulation, public and private mergers and acquisitions, public and private corporate finance transactions, friendly and hostile tender offers, proxy contests, going-private transactions, public company investments and general corporate matters. He has extensive experience and knowledge in the federal securities laws, including the SEC's tender offer rules, proxy rules, going private rules and the beneficial ownership rules.

Dave regularly advises a range of listed companies in SEC reporting and disclosure requirements, corporate governance issues, establishment of corporate compliance programs and other corporate and securities matters. Additionally, Dave advises public and private companies and investment banking firms in mergers and acquisitions transactions. He also regularly advises hedge funds and other investment groups regarding the beneficial ownership rules and investments in public and private companies.

Dave is listed in *The Best Lawyers in America*[®] for his work in Securities/Capital Markets Law.

Representative Experience

- Advising public companies and their boards of directors on strategic decisions, risk oversight, governance, and SEC disclosure related to COVID-19.
- Underwriters' counsel in two offerings of a total of \$5 billion of debt securities by the world's best-known beverage company.
- Dealer-managers' counsel in two debt tender offers totaling \$5 billion by the world's best-known beverage company.
- Counsel to the world's largest beauty supply store in a \$300 million secondary equity offering.
- Counsel to a technology company for a \$50 million self-tender offer of common stock.
- Counsel to one of America's largest full-service restaurant companies in proxy contest against dissident hedge funds.
- Counsel to a technology company in the successful defense of a hostile takeover.
- Counsel to the director nominees of an acquirer in the successful hostile acquisition of a U.S. pharmaceutical company.
- U.S. counsel to for a cross-border hostile tender offer of one of the UK's largest restaurant companies.
- Counsel to a worldwide leader in automotive safety in connection with corporate, securities and mergers and acquisitions.
- Counsel to the world's largest beauty supply store in a \$750 million 144A senior notes offering.
- Counsel to investors in numerous private placement investments in public companies.

- Counsel to a number of large investment firms and financial services entities with respect to beneficial ownership reporting and proxy issues.
- Counsel to the issuer in an equity offering of over \$200 million.
- Counsel to the issuer in a hybrid debt offering of over \$160 million.
- Counsel to a poultry company responding to a hostile \$1.1 billion tender-offer and subsequent friendly tender-offer/merger.
- Counsel to a technology company in its buyback of common stock and related settlement of a proxy contest by a significant shareholder of the company.
- Counsel to a super-regional bank in connection with its merger of equals in a transaction valued at \$6 billion.
- Counsel to the seller in a disposition of an employee staffing company in a transaction valued at \$80 million.
- Counsel to institutional investors, hedge funds and other financial entities in complying with beneficial ownership reporting requirements.
- Counsel to a publicly traded telecommunications firm in a \$2.6 billion leveraged buyout by an affiliate of the Carlyle Group.
- Counsel to a financial advisor in \$9.2 billion spin-off and merger of telecommunication companies.
- Corporate and securities counsel to one of the world's largest retailers of home improvement and building products.

Publications & Presentations

News Items

- *Global Legal Chronicle* | Alpha Holdings, Inc. v. OncoSec Medical Incorporated, et al. | March 17, 2020
Brett Jaffe, Joe Tully, Matt Mamak, Dennis Garris, Dave Brown, Mark McElreath, James Sullivan, Gerard Catalanello, Jim Vincequerra, Bryan Skelton, and Gidon Caine are noted for successfully representing OncoSec Medical Inc. in a putative shareholder class action.

Publications

- "Managing Strategic Risks in the Face of the Coronavirus," *Directors & Boards*, March 5, 2020.
- "Three Key Coronavirus-Related Strategic Risks to Consider," *CFO Magazine*, March 4, 2020.
- "What Boards Need to Know About Proxy Access as the 2018 Proxy Season Approaches," *Boardmember.com*, November 21, 2017.
- "What to Know About Proxy Access as the 2018 Proxy Season Approaches," *Chief Executive*, October 25, 2017.
- "What Corporate Boards Need to Know Before Wading into Politics," *Directors & Boards*, July 18, 2016.
- "How to Keep Ahead of 2016 Shareholder Proxy Access Trends and Developments," *ChiefExecutive.net*, November 25, 2015.
- "The 2015 Proxy Season: Shareholder Activism Is the 'New Normal,'" *Inside Counsel*, March 18, 2015.
- "Alston & Bird Discusses PCAOB's Related Party Auditing Standard," *The CLS Blue Sky Blog*, November 19, 2014.
- "New Listing Standards for Compensation Committees," *Insights: The Corporate & Securities Law Advisor*, Vol. 27, No. 3, March 2013.

Professional & Community Engagement

- District of Columbia Bar Association
- Utah Bar Association
- American Bar Association

Education

- Brigham Young University (J.D., 2003)
- Brigham Young University (B.A., 1999)

Admitted to Practice

- District of Columbia
- Utah

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